

**Amendments to the Specification**

Please insert the following new paragraph immediately after the paragraph numbered [22] in the specification as filed:

[22.1] FIG. 15 is an enlarged view of the portion indicated in FIG. 14.

Please insert the following new paragraph immediately after the paragraph numbered [37] in the specification as filed:

[37] According to another aspect of the invention, comfort is increased for the wearer of shoe 10 by reducing points of irritation around the wearer's ankles (where collar 20 of shoe 10 may be tightly cinched around the wearer's foot) and around the sides of the wearer's heels. Because a soccer player may run 70 km or more per week in his or her soccer shoes, exposed stitching and other discontinuities in these regions can become irritating to the wearer. By reducing these discontinuities around the heel and under the collar, wearer comfort can be enhanced. FIG. 14 is a cross section of shoe 10 taken along lines 14-14 of FIG. 4. So as not to obscure FIG. 14 with unnecessary details, separate sections for the various components of midsole 14 and cleat assembly 16 are not shown. As seen on the left side of FIG. 14 (which corresponds to the lateral side of shoe 10), upper 12 includes a lateral exterior portion 87, an inner lining 76 and padding 74. Similarly, the right side of FIG. 14 shows medial exterior portion 89, padding 74 and lining 76. FIG. 15 is an enlarged view of the portion indicated by the broken line circle in FIG. 14, and schematically illustrates inner lining 76, padding 74 and exterior portion 89. In one embodiment, lining 76 is a single piece and is attached to exterior portions 87, 89 at seam 78. Padding 74 is situated between lining 76 and exterior portions 87, 89, and is secured in place with adhesive. A bead is formed in padding 74 by seam 78, thereby creating collar 20. Padding 74 thins toward Strobel sock 38. In the embodiment shown, lining 76

extends to (and is sewn by) stitching 85 that attaches Strobel sock 38 to exterior portions 87, 89 of upper 12. Lining 76 covers an interior area of shoe 10 generally corresponding to the heel counter, and forms an area around the inside heel area of shoe 10 that is substantially free of stitching, seams or other potentially irritating discontinuities. Forward of the heel counter, lining 76 continues below collar 20 (although not necessarily all the way to Strobel sock 38) so as to continue the discontinuity-free region in the area around the portion of shoe 10 that is cinched tightly around a wearer's ankle. In one embodiment, a closed-cell high density foam material such as ethylene propylene diene monomer (EPDM) is used to form padding 74. In other embodiments, padding 74 is BU synthetic or neoprene foam. Lining 76 is a polyurethane-coated polyester in one embodiment.